Common Stock

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FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL |
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### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address BROWN MIC   | 1 0                     | son*                                     | <u>R</u>  | . Issuer Name <b>and</b> Tic<br>REGENERON I<br><u>NC</u> [ REGN ] |                  | ,                            | , ,                     | <u>CALS</u> |   | ationship of Reportin<br>call applicable)<br>Director             | ng Person(s) to I<br>10% (                          |               |  |
|---------------------------------|-------------------------|--|---|---|------------------|------------------------------|-------------------------|-------------|---|---|---|---------------|--|
| (Last) 777 OLD SAW              | (First)<br>MILL RIVER R | (Middle)                                 | 3.  | . Date of Earliest Trans<br>9/25/2013                             | saction          | (Mont                        | h/Day/Year)             |             |   | Officer (give title below)  | Other<br>below                                      | (specify<br>) |  |
| (Street) TARRYTOWN (City)       | NY<br>(State)           | 10591 (Zip)                              | 4.  | 4. If Amendment, Date of Original Filed (Month/Day/Year)          |                  |                              |                         |             | 6. Indi<br>Line)<br>X   | •   |   |               |  |
|                                 | 7                       | Γable I - N                              | on-Derivativ  | ve Securities Ac  | quire            | d, Di                        | sposed of               | , or Be     | eneficially   | Owned   |   |               |  |
| 1. Title of Security (Instr. 3) |                         | 2. Transaction<br>Date<br>(Month/Day/Yea | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8)                           |                  | 4. Securities<br>Disposed Of |                         |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |               |  |
|                                 |                         |  |   |   | Code             | v                            | Amount (A) or (D) Price |             | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (Instr. 4)    |  |
| Common Stock                    |                         |  | 09/25/2013  | 3   | M <sup>(1)</sup> |                              | 5.000                   | A           | \$33.42   | 19,662  | D   |               |  |

 $S^{(1)}$ 

S<sup>(1)</sup>

S<sup>(1)</sup>

S<sup>(1)</sup>

 $M^{(1)}$ 

 $S^{(1)}$ 

D

D

D

D

Α

D

2,300

1 200

1,400

100

5,000

5,000

\$292.6(2)

\$294.09(3)

\$294.81(4)

\$296

\$33,42

\$309

17,362

16.162

14,762

14,662

19,662

14,662

D

D

D

D

D

D

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A) (<br>Disp<br>of (I | oosed<br>D)<br>tr. 3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\) | ate                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>(Instr. 3 and | f<br>g<br>Security                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|-------------------------|---|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)                     | Date<br>Exercisable                             | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$33.42   | 09/25/2013                                 |   | M <sup>(1)</sup>             |   |  | 5,000                   | (5)   | 01/03/2021         | Common<br>Stock  | 5,000                                  | \$0.0   | 10,000   | D  |  |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$33.42   | 09/26/2013                                 |   | M <sup>(1)</sup>             |   |  | 5,000                   | (5)   | 01/03/2021         | Common<br>Stock  | 5,000                                  | \$0.0   | 5,000  | D  |  |

#### Explanation of Responses:

- 1. Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).
- 2. Represents volume-weighted average price of sales of 2,300 shares of Company stock on September 25, 2013 at prices ranging from \$292.46 to \$293.38. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on September 25, 2013 at each separate price.
- 3. Represents volume-weighted average price of sales of 1,200 shares of Company stock on September 25, 2013 at prices ranging from \$293.49 to \$294.46. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on September 25, 2013 at each separate price.
- 4. Represents volume-weighted average price of sales of 1,400 shares of Company stock on September 25, 2013 at prices ranging from \$294.60 to \$295.05. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on September 25, 2013 at each separate price.
- 5. The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

/s/\*\*Michael S. Brown

09/26/2013

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

09/25/2013

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09/26/2013

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.